

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W.R. GRACE & CO., et al.,) Case No. 01-01139 (KJC)
Debtors.) (Jointly Administered)

VERIFICATION OF JOHN C. PHILLIPS, JR.

State of Delaware :
: ss
New Castle County :

John C. Phillips, Jr., after being duly sworn according to law, deposes and says:

1. I am senior director of the applicant law firm Phillips, Goldman & Spence, P.A. ("PG&S") and am a member in good standing of the Delaware Bar Association and am authorized to appear before this Court.

2. I am familiar with the work performed on behalf of David T. Austern as PI Future Claimants' Representative by the lawyers, legal assistants, and other professionals of PG&S as set forth in the attached invoices.

3. I have reviewed *Second Interim Application of Phillips, Goldman & Spence, P.A. as Local Counsel to Roger Frankel, Successor Legal Representative for Future Asbestos Personal Injury Claimants for Compensation and Reimbursement of Expenses for the Period of June 1, 2013 to June 30, 2013* and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order, and I believe the Application to be in compliance therewith.



JOHN C. PHILLIPS, JR., ESQUIRE (#110)
Co-counsel to Roger Frankel

SWORN AND SUBSCRIBED TO BEFORE ME THIS 6th DAY OF August 2013.



Notary Public
My commission expires: 1-10-14

TANYA L. BIRDSSELL
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Jan. 10, 2014